

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 13)

Arconic Inc.

(Name of Issuer)

Common Stock, \$1.00 par value

(Title of Class of Securities)

03965L100

(CUSIP Number)

Elliott Associates, L.P.
c/o Elliott Management Corporation
40 West 57th Street
New York, NY 10019

with a copy to:
Eleazer Klein, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue
New York, New York 10022
(212) 756-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 26, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 7 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

| | | |
|--|--|--------------------------------------|
| 1 | NAME OF REPORTING PERSON Elliott Associates, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 7 | SOLE VOTING POWER 12,885,354 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 12,885,354 |
| | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 12,885,354 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.0% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|--|--|--|
| 1 | NAME OF REPORTING PERSON Elliott International, L.P. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS WC | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands, British West Indies | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 7 | SOLE VOTING POWER 0 |
| | 8 | SHARED VOTING POWER 28,680,304 |
| | 9 | SOLE DISPOSITIVE POWER 0 |
| | 10 | SHARED DISPOSITIVE POWER 28,680,304 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 28,680,304 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.6% | |
| 14 | TYPE OF REPORTING PERSON PN | |

| | | |
|--|--|--|
| 1 | NAME OF REPORTING PERSON Elliott International Capital Advisors Inc. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/> | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 7 | SOLE VOTING POWER -0- |
| | 8 | SHARED VOTING POWER 28,680,304 |
| | 9 | SOLE DISPOSITIVE POWER -0- |
| | 10 | SHARED DISPOSITIVE POWER 28,680,304 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 28,680,304 | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/> | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.6% | |
| 14 | TYPE OF REPORTING PERSON CO | |

The following constitutes Amendment No. 13 to the Schedule 13D filed by the undersigned ("Amendment No. 13"). This Amendment No. 13 amends the Schedule 13D as specifically set forth herein.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended and restated to read as follows:

Elliott Working Capital The aggregate purchase price of the shares of Common Stock owned directly by Elliott and through Liverpool is approximately \$271,347,355.

Elliott International Working Capital The aggregate purchase price of the shares of Common Stock directly owned by Elliott International is approximately \$602,778,201.

The Reporting Persons may effect purchases of the shares of Common Stock through margin accounts maintained for them with prime brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firms' credit policies. Positions in the shares of Common Stock may be held in margin accounts and may be pledged as collateral security for the repayment of debit balances in such accounts. Since other securities may be held in such margin accounts, it may not be possible to determine the amounts, if any, of margin used to purchase the shares of Common Stock.

Item 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended and supplemented by the addition of the following:

The Reporting Persons have increased and restructured their exposure to the Issuer as a result of their confidence in the Issuer's leadership, operational trajectory and strategic direction.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5(a) and (c) are hereby amended and restated to read as follows:

(a) As of the date hereof, Elliott, Elliott International and EICA collectively have combined economic exposure in the Issuer of approximately 13.7% of the shares of Common Stock outstanding.

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 433,388,364 shares of Common Stock outstanding, which is equal to the 440,188,364 shares of Common Stock outstanding as of July 31, 2019 as reported in the Issuer's Quarterly Report on Form 10-Q for the Quarterly Period ended June 30, 2019 filed with the Securities and Exchange Commission (the "SEC") on August 2, 2019 *minus* the approximately 6,800,000 shares of Common Stock repurchased by the Issuer on August 8, 2019 as disclosed in the Issuer's Current Report on Form 8-K filed with the SEC on August 6, 2019.

As of the date hereof, Elliott itself and through The Liverpool Limited Partnership, a Bermuda limited partnership and a wholly-owned subsidiary of Elliott ("Liverpool"), beneficially owned 12,885,354 shares of Common Stock, constituting approximately 3.0% of the shares of Common Stock outstanding.

As of the date hereof, Elliott International beneficially owned 28,680,304 shares of Common Stock, constituting approximately 6.6% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International, may be deemed to beneficially own the 28,680,304 shares of Common Stock beneficially owned by Elliott International, constituting approximately 6.6% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA beneficially own 41,565,658 shares of Common Stock, constituting approximately 9.6% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA have economic exposure comparable to approximately 4.1% of the shares of Common Stock outstanding pursuant to the Derivative Agreements, as disclosed in Item 6.

(c) The transactions in the shares of Common Stock effected by the Reporting Persons during the past 60 days, which were all in the open market, are set forth on Schedule 1 attached hereto.

**Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO
SECURITIES OF THE ISSUER**

The first paragraph of Item 6 of the Schedule 13D is hereby amended and restated as follows:

Elliott, directly and through Liverpool, and Elliott International have entered into notional principal amount derivative agreements (the "Derivative Agreements") in the form of cash settled swaps with respect to 5,582,312 and 12,216,680 shares of Common Stock of the Issuer, respectively (representing economic exposure comparable to approximately 1.3% and approximately 2.8% of the shares of Common Stock of the Issuer, respectively). Collectively, the Derivative Agreements held by the Reporting Persons represent economic exposure comparable to an interest in approximately 4.1% of the shares of Common Stock. The Derivative Agreements provide Elliott and Elliott International with economic results that are comparable to the economic results of ownership but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the shares that are referenced in the Derivative Agreements (such shares, the "Subject Shares"). The Reporting Persons disclaim beneficial ownership in the Subject Shares.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: August 28, 2019

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc., as

Attorney-in-Fact

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS

INC.

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

SCHEDULE 1

Transactions of the Reporting Persons Effected During the Past 60 Days

The following transactions were effected directly by Elliott Associates, L.P. in the Common Stock during the past 60 days:

| <u>Date</u> | <u>Security</u> | <u>Amount of Shs. Bought / (Sold)</u> | <u>Approx. price (\$) per Share</u> |
|-------------|-----------------|---|---|
| 08/23/2019 | Common Stock | (1,282,860) | 24.51 ¹ |
| 08/27/2019 | Common Stock | (851,021) | 25.17 ³ |
| 08/28/2019 | Common Stock | (778,100) | 25.32 ⁴ |

The following transaction was effected by Elliott Associates, L.P. (through Liverpool) in the Common Stock during the past 60 days:

| <u>Date</u> | <u>Security</u> | <u>Amount of Shs. Bought / (Sold)</u> | <u>Approx. price (\$) per Share</u> |
|-------------|-----------------|---|---|
| 08/26/2019 | Common Stock | (811,348) | 24.94 ² |

The following transactions were effected by Elliott International, L.P. in the Common Stock during the past 60 days:

| <u>Date</u> | <u>Security</u> | <u>Amount of Shs. Bought / (Sold)</u> | <u>Approx. price (\$) per Share</u> |
|-------------|-----------------|---|---|
| 08/23/2019 | Common Stock | (1,181,135) | 24.51 ¹ |
| 08/26/2019 | Common Stock | (1,805,903) | 24.94 ² |
| 08/27/2019 | Common Stock | (1,894,208) | 25.17 ³ |
| 08/28/2019 | Common Stock | (1,731,900) | 25.32 ⁴ |

¹ The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.31 to \$24.64, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

² The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.87 to \$25.05, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

³ The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.17 to \$25.18, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.

⁴ The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.05 to \$25.44, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth herein.